PENTACLE®

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

INTRODUCTION

1. Background

In accordance with Regulation 17(5) of the SEBI Listing Regulations and the relevant provisions of the Companies Act, the Board has adopted this Code of Conduct, in alignment with the Company's objectives and corporate governance practices. The aim of this Code of Conduct is to ensure an ethical and transparent process in managing the affairs of the Company. This Code enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business. This Code shall come into force with effect from the date the SEBI Listing Regulations take effect with respect to the Company

2. Objective

The objective of this Code of Conduct is to set standards for business conduct such that the Directors, and Employees may act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for and on behalf of the Company.

3. Applicability

This Code to the Directors and Employees, as defined below. The rules and principles set forth in this Code of Conduct are general in nature, and compliance with this Code of Conduct shall be read with Applicable Laws, and the policies and procedures of the Company. The Directors and Employees may contact the Compliance Officer for the purposes of this Code of Conduct for assistance in interpreting the requirements of this Code of Conduct and Applicable Laws. All Directors and Employees shall affirm compliance with this Code of Conduct on an annual basis.

DEFINITIONS AND INTERPRETATION

4. Definitions

"***Applicable Laws***"	shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, as amended from time to time and such other act, rules or regulations which deal with the code of conduct for Board members, Key Managerial Personnel, and members of Senior Management of a company listed in India;
"***Board***" or "***Board of Directors***"	shall mean the board of directors of the Company;
"***Companies Act***"	shall mean the Companies Act, 2013, and rules and regulations issued thereunder, as amended from time to time;
"***Company***"	Pentacle Consultants (I) Limited (formerly *Pentacle Consultants (I) Private Limited*);
"***Compliance Officer***"	shall mean the company secretary and compliance officer of the Company, who is in whole time employment of the

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

	listed entity, not more than one level below the board of directors and shall be designated as Key Managerial Personnel;
"***Directors and Employees***"	shall mean, collectively, the Directors, KMPs, and Senior Management of the Company, to whom this Policy applies;
"***Directors***"	shall mean, collectively, the *directors* of the Company;
"***Key Managerial Personnel***" or "***KMP***"	shall mean: (i) the chief executive officer, or the managing director or the manager; (ii) the company secretary; (iii) the whole-time director(s); (iv) the chief financial officer; (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and (vi) such other officer as may be prescribed under the rules framed under the Companies Act;
"***Policy***" or "***Code***" or "***Code of Conduct***"	shall mean this code of conduct for the Directors and *Employees*;
"***SEBI***"	shall mean Securities and Exchange Board of India;
"***SEBI Listing Regulations***"	shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
"***Senior Management***"	shall mean the members of the senior management of the Company, as defined under the regulation 16(1)(d) of the SEBI Listing Regulations, as amended from time to time. , as amended from time to time.

CODE OF CONDUCT

5. Standards of Conduct

The Directors and Employees shall:

(a) demonstrate the highest standards of integrity, business ethics, and corporate governance;
(b) perform their roles with due and reasonable care, competence, diligence, in good faith and in the best interests of the Company;
(c) provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the 'right' direction based on their experience and judgement;
(d) observe the highest standards of conduct in relation to , confidentiality of information, , privacy and security of member and employee data, anti-bribery and anti-corruption, fair competition, in each case in accordance with Applicable Laws and Company policies.
(e) not engage in any business, relationship or any activity which detrimentally conflicts with the

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

interest of the Company or can bring discredit to the Company. Any situation that creates a conflict of interest between personal interests and the interests of the Company and its stakeholders' interests must be avoided at all costs;

(f) not disclose any confidential/privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;

(g) protect and use the Company's assets, properties and services for legitimate business purposes only as per the terms of appointment;

(h) not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates;

(i) not receive directly or indirectly any benefit from the Company's business associates, which is intended or can be perceived as being given to gain favour for dealing with the Company;

(j) give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements;

(k) not discriminate amongst employees on the basis of disability, age or any other legally protected characteristic and provide equal opportunity to all; and

(l) comply with all applicable health, safety, environmental and workplace regulations. .

6. Other Responsibilities

The Directors and Employees shall:

(a) undertake and participate in any relevant induction sessions and shall regularly update and refresh their skills, knowledge and familiarity with the Company's policies and processes;

(b) ensure that adequate disclosures are made before entering into any related party transactions;

(c) report concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct in accordance with the vigil mechanism of the Company; and

(d) act in utmost good faith and exercise due care, diligence and personal and professional integrity in the performance of their official duties and responsibilities and shall in no event compromise their independence of judgement.

7. Duties of Directors

All Directors shall discharge their duties as per the applicable provisions of the SEBI Listing Regulations and the Companies Act, the Articles of Association of the Company and other Applicable Laws.

8. Duties of Independent Directors

The duties of the independent directors shall comprise the following:

(a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

(b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

(c) strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is a member of;

(d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

(e) strive to attend the general meetings of the Company;

(f) where they have concerns about the running of the Company or a proposed action, ensure that

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting of Board;

(g) keep themselves well informed about the Company and the external environment in which it operates;

(h) not unfairly obstruct the functioning of the properly constituted Board (or committees of the Board);

(i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interests of the Company;

(j) ascertain and ensure that the Company has an adequate and functional Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(k) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;

(l) act within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and

(m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

9. Disclosure by Board of Directors, Key Managerial Personnel Senior Management

In adherence to SEBI Listing Regulations, the Directors and Employees shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have a personal interest that may potentially conflict with the interest of the Company at large.

For the aforesaid purpose:

(a) Directors and Employees must avoid situations wherein financial or personal considerations tend to compromise the exercise of professional judgment in discharge of their duties.

(b) In addition to mandatory disclosures, Directors and Employees shall disclose their association with any other company which, in their judgment, may lead to conflict of interest with the Company.

(c) Directors and Employees are advised to avoid conducting the Company's business with a 'relative' shall have the meaning assigned under Section 2(77) of the Companies Act, or with a business in which a relative is associated in any significant role.

(d) Directors and Employees shall as far as practicable, protect the Company's assets from loss, damage, misuse, or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by management and must never be used for unauthorized purposes.

(e) Unpublished price sensitive information about the Company, which might impact market price of the securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the SEBI Listing Regulations. Directors and Employees shall not derive any personal benefit or assist others to derive benefit by giving advice about securities of the Company.

(f) Directors and Employees must maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Directors and Employees.

(g) Directors shall disclose potential conflicts of interest that they may have regarding any matter at the Board meetings and any Director having such conflict of interest will abstain themselves from discussions and voting on the concerned matter.

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

In addition to the above, all members of the Directors and Employees shall affirm compliance with this Code of Conduct on an annual basis.

10. Insider Trading

Directors and Employees shall not derive benefit or assist others to derive benefit by trading while in possession of unpublished price sensitive information or communicating such information or giving investment advice based on such information about the Company or its securities. All Directors and Employees shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and the insider trading policies of the Company.

11. Fair Dealing

Directors and Employees shall deal fairly with the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. No discrimination shall be done on the basis of caste, religion, sex, nationality, or disability of any kind towards any employee, customer, supplier or any business partner.

12. Free and Fair Competition

Directors and Employees shall ensure compliance of competition laws designed to encourage and protect free and fair market competition in India and elsewhere. The Company is committed to complying with the applicable legal framework to enhance a free and fair market.

13. Annual Compliance Affirmation

The Managing Director / Chief Executive Officer of the Company shall, for each financial year, provide an annual affirmation stating that, to the best of his / her knowledge and belief, all members of the Board of Directors and all Senior Management Personnel of the Company have complied with the Code of Conduct adopted by the Company during that financial year.

Such annual affirmation shall form part of, and be disclosed in, the Company's Annual Report for the relevant financial year. The format of the annual affirmation shall be as set out in **Appendix II**.

14. Disclosure Standards

The Company shall make full, fair and accurate disclosures in the periodic reports required to be filed with stock exchanges, SEBI and other statutory or regulatory authorities. The members of Senior Management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board, auditors, regulators and other statutory agencies, as may be required by applicable laws, rules and regulations. The Board and Senior Management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

15. Acceptance of gifts and payments

The Company requires that every Director and the member of Senior Management should be fully compliant with the laws, statutes, rules and regulations that have the objective of preventing unlawful gains of any nature whatsoever. Directors and the members of Senior Management shall not accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, suppliers, shareholders/ stakeholders, etc., that is perceived as intended, directly or indirectly,

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

to influence any business decision, any act or failure to act, any commission of fraud, or opportunity for the commission of any fraud.

16. Waivers

Any waiver of any provision of this Code for a member of the Company's Board of Directors or a member of Senior Management must be approved in writing by the Board of Directors of the Company. The matters covered in this Code are of the utmost importance to the Company, its stakeholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its value system.

17. Violation

Any violation of this Code of Conduct may result in disciplinary action, including removal from office (where applicable), termination of employment or association with the Company, suspension, demotion, or any other disciplinary action as may be deemed appropriate in accordance with Applicable Laws and the policies of the Company

18. Amendment and Review

Subject to applicable laws, the Board may amend, suspend or rescind this policy at any time. Any issues pertaining to the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and any Applicable Law, such applicable law in force, shall prevail over this Policy.

19. Acknowledgment and Annual Affirmation

The Directors and Employees shall acknowledge the receipt of this Code of Conduct indicating that they have received, read and understood, and agreed to comply with the Code and send the same to the Compliance Officer.

It is obligatory on the part of every person covered under this Code of Conduct to make an annual disclosure under this Code of Conduct affirming their adherence to the Code. This disclosure shall be made to the Compliance Officer in the format annexed as **Appendix I**.

****

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

APPENDIX I

To
The Company Secretary and Compliance Officer
Pentacle Consultants (I) Limited
(formerly Pentacle Consultants (I) Private Limited)

ANNUAL COMPLIANCE REPORT

Dear Sir/Madam,

I hereby confirm that to the best of my knowledge and belief, I have complied with the provisions of the Company's Code of Conduct for Board Members, Key Managerial Personnel & Members of Senior Management during the financial year ended March 31, [●].

[●] Signature
Name: [●] **Designation:** [●]
Address: [●] **DIN:** [●]

Date: [●]
Place: [●]

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg,
Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

PENTACLE®

APPENDIX II

Declaration by Managing Director / Chief Executive Officer

I, [*Name*], [*Designation: Managing Director / Chief Executive Officer*] of Pentacle Consultants (I) Limited, hereby declare that, to the best of my knowledge and belief, all members of the Board of Directors and all Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended [●].

Place: [●]
Date: [●]

[Signature]
[Name]
Managing Director / Chief Executive Officer

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

PENTACLE CONSULTANTS LIMITED MUMBAI